

**FRIENDS OF THE CAMERON SENIOR CENTER, INC.
BYLAWS
AUGUST 8, 2019**

**ARTICLE I
NAME**

The name of this Corporation shall be the "Friends of the Cameron Senior Center, Inc.," herein referred to as "The Friends," located in Westford, Massachusetts.

**ARTICLE II
PURPOSE**

The purpose of the Friends is to supplement funds not provided by local and/or state government in support of Council on Aging/Cameron Senior Center activities and services, promoting the health and well-being of seniors and older citizens. Sources include, but are not limited to: fundraising programs and events, membership donations, grants and corporate gifts to the Cameron Senior Center.

**ARTICLE III
POWERS; PROSCRIBED ACTIVITIES**

- A. The Friends is a non-profit enterprise and shall have the power to solicit, accept and receive funds from any person, organization or other entity including, but not limited to, other charitable organizations, profit-making corporations and individuals.
- B. The Friends may exercise all powers available to corporations under the General Laws of Massachusetts subject to restrictions, if any, contained in these Bylaws. The Friends shall exercise only such powers and conduct only such activities as are consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Friends shall inure to the benefit of any officer, director or member of the Friends, or to any individual.
- C. No substantial part of the activities of the Friends shall consist of carrying-on propaganda or otherwise attempting to influence legislation and the Friends shall not in any manner participate in or intervene in (including by publication or distribution) any political campaign on behalf of any candidate for public office.

**ARTICLE IV
MEMBERSHIP**

- A. Membership in the Friends is open to all persons regardless of handicap, race, color, sex, religion or national origin.
- B. New members may join at any time during the current fiscal year (July 1-June 30), by making a voluntary monetary contribution to the Friends.
- C. Dues for renewing members shall be payable by March 31 for the coming year.
- D. Members whose dues are current may vote at any Friends meeting and attend, but not participate in, any meetings held by the Board of Directors, except executive sessions.

ARTICLE V MEETINGS

- A. Regular meetings of the Friends shall be held bi-annually, unless the Corporation orders otherwise, in advance.
- B. Board of Directors meetings will be held monthly, unless the Corporation orders otherwise, in advance. A majority of the members of the full Board shall constitute a quorum at any regular or special meeting of the Board. Members of the Friends may attend Board meetings, but may not vote.
- C. An annual meeting of the Friends for the election of the Board of Directors and other business shall be held in May. At this time, the business, financial status and future directions of the Corporation shall be reported to the membership. The membership shall be notified of this meeting at least one month in advance.
- D. Special meetings may be called by the President, or in his/her absence, by the Vice President and one week's advance notice of all meetings shall be given by the Secretary.

ARTICLE VI NOMINATIONS AND ELECTIONS

- A. The Board of Directors shall be elected by ballot vote at the annual meeting of the Friends in May.
- B. The Nominating Committee shall: 1) prepare a list of nominees for officers and board members, to be acted upon at the next annual meeting and 2) provide the Board of Directors with nominees to fill vacancies on the Board due to resignation or death.
- C. The report of the Nominating Committee shall be included with the call to the annual meeting.
- D. Nominations shall include the nominees selected by the Nominating Committee and nominations from the floor.

ARTICLE VII OFFICERS

- A. The elected officers of the Friends shall be President, Vice-President, Secretary, Treasurer, and Assistant Treasurer.
- B. Officers shall serve for two years or until their successors are elected. Their terms of office shall begin at the start of the fiscal year (July 1).
- C. Officers shall serve for no more than two consecutive terms in the same office, unless approved by the membership.
- D. One person may hold two or more offices at the same time, but no person shall hold the office of President and Treasurer at the same time.
- E. Vacancy in the office of President shall be filled by the Vice President.
- F. All other vacancies shall be filled by a vote of the majority of the Directors, even though they may constitute less than a quorum, and each shall serve until a successor is elected at the next annual meeting.

ARTICLE VIII DUTIES OF THE OFFICERS

- A. **President:** The President shall be the chief executive officer of the Friends. Subject only to the authority of the Board, he/she shall have general charge and supervision over, and responsibility for, the business and affairs of the Friends. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The President may, in the absence of an authorized manager, enter into and execute in the name of the Friends, contracts or other instruments in the regular course of business, which have been authorized, either generally or specifically, by the Board. The President shall have the powers and duties of management usually vested in the office of President of a corporation.
- B. **Vice-President:** The Vice-President shall perform such duties and have such authority as from time to time may be delegated to him/her by the President or by the Board. In the event of the absence, death, inability or refusal to act by the President, the Vice-President shall perform the duties and be vested with the authority of the President.
- C. **Treasurer:** The Treasurer shall be the chief financial officer of the Corporation. Checks shall be signed by the Treasurer, or upon his/her absence, by the Assistant Treasurer. Copies of all materials will remain on file at Cameron Senior Center.
- D. **Assistant Treasurer:** The Assistant Treasurer shall perform all duties of the Treasurer in the event of the temporary disability or absence of the Treasurer.
- E. **Secretary:** The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep, or cause to be kept, minutes of all meetings of the members and the Board. The Secretary shall perform such other duties and possess such other powers as are incidental to that office, or assigned by the President or the Board. The Secretary shall be the archivist of the Friends and shall keep, or cause to be kept, the permanent files and historical records of the Friends. Records are to be kept on file at Cameron Senior Center.

ARTICLE IX BOARD OF DIRECTORS

- A. The Board of Directors shall consist of 14 Directors (one of whom shall be the Immediate Past President), all of whom (except the Immediate Past President), shall be elected from the membership of the Friends. The Directors must at all times be members of the Corporation.
- B. The Board of Directors shall elect the Officers and Nominating Committee from among their ranks.
- C. Directors shall serve two-year terms of office and shall serve without compensation.
- D. The Board shall be responsible for the general welfare of the Corporation. The Board shall conduct, manage and control the affairs of the Corporation and make and enforce such rules and regulations not inconsistent with these Bylaws or the laws of the Commonwealth of Massachusetts.
- E. The Board is authorized to establish and manage an endowment fund and accept and receive such donations or gifts as may be deemed appropriate to support the objectives of the Friends.
- F. The Board may remove any Officer or agent of the Friends if such action, in the judgement of the Board, is in the best interest of the Friends.
- G. Three consecutive absences without adequate excuse shall be deemed to be a resignation, at the discretion of the Board.
- H. Vacancies on the Board, except President, shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person elected shall be a Director until a successor is elected by members at the next annual meeting.
- I. The Board may designate as an Honorary Member any individual who has served as an Officer or Director for many years or anyone who has contributed substantially to the overall success of the Friends, at their discretion. Honorary Members may participate in Board meetings, but may not make motions or vote.

ARTICLE X COMMITTEES

Committees, standing or special, except the Nominating Committee, shall be appointed by the President, as the Friends or the Board of Directors deem necessary to carry on the work of the organization. The President shall be an ex-officio member of all committees except the Nominating Committee. Standing Committees shall include, but not be limited to: Finance, Membership, PR, Harvest Fair, Ways & Means, etc.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Friends in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Friends or the Board of Directors may adopt.

**ARTICLE XII
AMENDMENT OF BYLAWS**

These Bylaws may be amended at any meeting of the Board of Directors by a two-thirds vote, provided written notice of such action has been given one month in advance.

**ARTICLE XIII
DISSOLUTION**

Upon the dissolution or termination of the Friends, the remaining assets of the Corporation shall be turned over to the Town of Westford to be used for the benefit of its senior citizens. No member of the Friends shall be entitled to share in the distribution of any of the Friends' assets upon dissolution.